



**GE Transportation  
Systems**

**Michael J. Baughman**  
Counsel

General Electric Company  
2901 East Lake Road, Erie, PA 16531  
814 875-3044 Fx: 814 875-2724

174057B

OCT 22 1991 - 3 36 PM

October 14, 1991

INTERSTATE COMMERCE COMMISSION

**VIA FEDERAL EXPRESS**

Ms. Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Room 2302  
Washington, D.C. 20423

**1-295A042**

**Subject: Recordation of Memorandum of  
Locomotive Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are one original and one copy of a Memorandum of Lease Agreement, dated as of September 24, 1991, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405.

The names and addresses of the parties to the enclosed Memorandum of Locomotive Lease are as follows:

**LESSOR:** General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531

**LESSEE:** The Atchison, Topeka and Santa Fe Railway  
Company  
1700 Golf Road  
Schaumburg, Illinois 60173-5860

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

OCT 22 3 19 PM '91  
PHOTO OPERATING UNIT

Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of September 24, 1991, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), relating to 15 General Electric Diesel Electric Locomotives, bearing Road Nos 7494, 7489, 7491, 7493, 7484, 7485, 7492, 7496, 7497, 7499, 7487, 8015, 8132, 8138, and 8137.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "M. J. Baughman", followed by a long horizontal flourish.

Enclosures

## SCHEDULE I

### Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric	15	7494
Diesel Electric		7489
Locomotives		7491
		7493
		7484
		7485
		7492
		7496
		7497
		7499
		7487
		8015
		8132
		8138
		8137

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/23/91

OFFICE OF THE SECRETARY

Michael J. Baughman  
Counsel  
General Electric Company  
2901 East Lake Rd.  
Erie PA. 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/22/91 at 3:30pm, and assigned recordation number(s). 17405-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

# MEMORANDUM OF LEASE

REGISTRATION NO. 17405-B  
OCT 28 1991 - 3 30 PM  
INTERSTATE COMMERCE COMMISSION

On the 24th day of September, 1991, but effective as of August 20, 1991, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation with offices at 1700 East Golf Road, Schaumburg, Illinois 60173-5860 ("Lessee"), entered into Locomotive Lease Schedule Number ATSF 91-3, which superseded Locomotive Lease Schedule 91-2 and by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated as of March 8, 1991 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on July 1, 1991 at 3:45 P.M. under I.C.C. file/index number 17405.

Road Number	Model
7494, 7489, 7491, 7493, 7484	B36-7
7485, 7492, 7496, 7497, 7499, 7487	B36-7
8015, 8132, 8138, 8137	C30-7

## GENERAL ELECTRIC COMPANY

By: Dennis C. Taylor  
Name: DENNIS C. TAYLOR  
Title: MGR, LOCOMOTIVE LEASING

## THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

Name: D. M. Sizemore  
By: D. M. Sizemore  
Title: AVP - CMO

Commonwealth of Pennsylvania }  
County of Erie }

On this, the 4th day of September, 1991, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.

Notary Seal  
Michael J. Baughman, Notary Public  
Erie, Erie County  
My Commission Expires Aug. 1, 1994

Michael J. Baughman  
Notary Public

My commission expires: \_\_\_\_\_

State of Illinois }  
County of Cook }

On this, the 17th day of September, 1991, before me, the undersigned officer, personally appeared D. M. Sizemore, who acknowledged himself to be the Assistant Vice President and Chief Mechanical Officer of The Atchison, Topeka and Santa Fe Railway Company, a corporation, and that he as Assistant Vice President and Chief Mechanical Officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Assistant Vice President and Chief Mechanical Officer.

In witness whereof, I hereunto set my hand and official seal.

Carla Anne Winkler  
Notary Public

My commission expires: 4/3/93

OFFICIAL SEAL  
CAROLANNE WINKLER  
NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXP. APR. 3, 1993